

BILL NO. _____

ORDINANCE NO. _____

AN ORDINANCE APPROVING A SETTLEMENT AGREEMENT WITH U S CELLULAR [AND ASSIGNING A PERCENTAGE OF THE SETTLEMENT PROCEEDS TO THE _____ (ST. LOUIS COUNTY OR MISSOURI) MUNICIPAL LEAGUE]

WHEREAS, the _____ of _____, Missouri (the “Plaintiff”) is either a named plaintiff or a putative class member in a lawsuit to recover unpaid Business License Taxes (as defined in the Settlement Agreement described below), which lawsuit is styled *City of University City, Missouri, et al. v. AT&T Wireless, Services, Inc., et al.*, No. 01-CC-004454, and is pending in the Circuit Court of St. Louis County, Missouri (the “Lawsuit”); and

WHEREAS, the Plaintiff and U S Cellular (as defined in the Settlement Agreement) wish to avoid the expense and uncertainty of continued litigation and desire to settle their dispute(s) without further litigation; and

WHEREAS, a settlement agreement settling the Lawsuit was signed by the named plaintiffs (as class representatives) and U S Cellular, and was filed with and preliminarily approved by the Circuit Court of St. Louis County on October 30, 2007 (the “Settlement Agreement”); and

WHEREAS, the Plaintiff and U S Cellular have conducted an investigation and evaluation of the facts and the law relating to the claims in the Lawsuit and believe that the Settlement Agreement is fair, reasonable, adequate and in the best interest of all the parties; and

WHEREAS, pursuant to the Settlement Agreement, the Plaintiff has received a Notice of Class Action Settlement and Approval Hearing, incorporated herein by reference, and a U S Cellular Municipal Tax Settlement Claim Form, incorporated herein by reference, which identify the Total Past Tax Consideration (as defined in the Settlement Agreement) that will be paid and released to the Plaintiff pursuant to the Settlement Agreement after the Settlement Agreement becomes Final (as defined in the Settlement Agreement); and

WHEREAS, the Plaintiff desires to approve and accept the Settlement Agreement and the Total Past Tax Consideration [and further desires to assign a portion of the proceeds to the St. Louis County or the Missouri Municipal League as provided therein];

NOW, THEREFORE, BE IT ORDAINED BY THE _____ OF THE _____ OF _____, MISSOURI AS FOLLOWS:

Section One. The _____ of _____, Missouri hereby approves, accepts, and adopts all terms and provisions of the Settlement Agreement as a binding and enforceable agreement between the _____ of _____, Missouri and U S Cellular, and as if the _____ of _____, Missouri was an original signatory thereto.

Section Two. The _____ of _____, Missouri further approves the Total Past Tax Consideration of \$_____ [*this is the amount shown as “subtotal” on the fourth line of the claim form table*] as shown on the U S Cellular Municipal Tax Settlement Claim Form, along with the other relief provided in the Settlement Agreement, as adequate consideration for the release of claims by the _____ of _____, Missouri against U S Cellular as provided for in the Settlement Agreement.

[Section Three. The _____ of _____, Missouri further assigns to the [St. Louis County – *for the St. Louis County municipalities* – or Missouri - *for all other municipalities*] Municipal League \$_____ [*not to exceed the cap amount stated in the Claim Form*] of its Total Past Tax Consideration, which amount shall be used for the public purpose of reimbursing the League for revenues expended in its legislative and settlement efforts relating to the Lawsuit and to fund future services performed on behalf of the League’s member municipalities.]

Section Three [Four]. The _____ [*Mayor or other authorized representative*] of the _____ of _____, Missouri, on behalf of the Plaintiff, is hereby authorized and directed to execute the U S Cellular Municipal Tax Settlement Claim Form and any other documents necessary under the Settlement Agreement.

Section Four [Five]. The _____ of _____, Missouri, reserves the right to conclude settlement agreements with other wireless telecommunications service providers in the Lawsuit depending upon the circumstances of each case.

Section Five [Six]. This Ordinance shall be in full force and effect after passage and approval as required by law.

PASSED AND APPROVED BY THE _____ OF THE _____ OF _____, MISSOURI, THIS _____ DAY OF _____, 2007.